

The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604



August 3, 1988

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 7744-0

AUG 4 1988-12 35 PM

INTERSTATE COMMERCE COMMISSION

No. 8-217A043

Date: 8/4/88
File: 1300

Washington, D.C.

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series J, dated December 14, 1974
LETTER OF CORRECTION

Dear Secretary:

Please refer to the attached letter of May 26, 1988, copy attached).

This Letter of Correction corrects a typographical error contained within certain railroad identifying numbers listed on page 3 of Schedule A to Supplement No. 14, dated May 15, 1988, filed on May 31, 1988, under Recordation No. 7744-N.

The Schedule A to the Agreement is hereby corrected in accordance with this Letter of Correction to correct the following typographical error contained within the railroad identifying numbers listed on page 3 as follows:

- 3 2300 HP Diesel Electric
Locomotives, Original GMC
(EMD) Model GP-39-2; ATSF
Remanufacturer, Nos. 3402 and
3404, both inclusive.

to be corrected as follows:

- 3 2300 HP Diesel Electric
Locomotives, Original GMC
(EMD) Model GP-39-2; ATSF
Remanufacturer, Nos. 3402 to
3404, both inclusive.

The name and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, IL 60604

100 OFFICE OF
THE SECRETARY
AUG 4 12 26 PM '88
MOTOR OF EXHIBITION UNIT

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Interstate Commerce Commission
August 3, 1988
Page 2

The Trustee, as Trustee and Lessor:

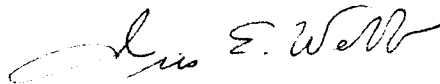
Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement, Series J, is described on Exhibit 1.

For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I would like to have returned to me bearing the recordation information.

A check in the amount of \$13.00 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,



Iris E. Webb
General Attorney

IEW/LBM/dt

Enclosures

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 3rd day of August, 1988 before me personally appeared Iris E. Webb, to me personally known, who, being by me duly sworn, says that she is an attorney of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that said instrument was signed on behalf of said corporation, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public



EQUIPMENT TRUST, SERIES J,
Dated December 15, 1974

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
200	52'6" 70-ton Insulated Box Cars with roller bearing trucks; Pacific Car and Foundry Company, Builder; Nos. 522600 to 522799, both inclusive	\$37,100	\$7,420,000
20	U-36-C 3600 HP Diesel Locomotive Units; General Electric Company, Builder; Nos. 8774 to 8793, both inclusive	\$415,900	\$8,318,000
100	89'4" 70-ton Flat Cars with roller bearing trucks; Bethlehem Steel Corporation, Builder; Nos. 90034 (1 car), 90036 (1 car) 296568 to 296575 (8 cars), 291902 (1 car), 291904 to 291915 (12 cars), 291917 to 291947 (31 cars), 291949 to 291953 (5 cars), 291955 to 291960 (6 cars), 291962 to 291971 (10 cars), 291973 to 291996 (24 cars), and 291999 (1 car)	\$29,000	\$2,900,000
50	50'6" 100-ton Box Cars; Pullman Incorporated, Builder; Nos. 45785 to 45834, both inclusive	\$37,500	\$1,875,000
500	61' 100-ton Insulated Box Cars; Santa Fe Rail Equipment Company, Builder; Nos. 621600 to 622099, both inclusive	\$38,000	\$19,000,000
600	4,750 cu. ft. 100-ton Covered Hopper Cars; Pullman Incorporated, Builder; Nos. 315200 to 315799, both inclusive	\$28,000	\$16,800,000

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
100	70'10" 100-ton Hopper Cars; Greenville Steel Car Company, Builder; Nos. 165000 to 165099, both inclusive	\$34,000	\$3,400,000
84	60'9" 100-ton Box Cars; Pullman Incorporated, Builder; Nos. 611616 to 611699, both inclusive	\$33,100	\$2,780,400
75	100-ton Triple Cross Hopper Cars; Santa Fe Rail Equipment Company, Builder; Nos. 179000 to 179074, both inclusive	\$38,000	\$2,850,000
25	89'4" 70-ton Flat Cars for trailer or container service, with roller bearing trucks (Class Ft-91); Bethlehem Steel Corporation, Builder; Nos. 295275 and 295299, both inclusive	\$365,000	\$9,125,000
5	60' Box Cars, 70-ton capacity with roller bearing trucks (Class Bx-194); Fruit Growers Express Company, Builder; Nos. 600745 to 600749, both inclusive	\$56,300	\$281,500
11	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder; Nos. 1911 to 1921, both inclusive	\$35,072	\$385,792
17	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufacturing Company, Builder; Nos. 2022 to 2038, both inclusive	\$35,433	\$602,361
8	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF Remanufacturer; Nos. 5841 to 5848, both inclusive	\$588,500	\$4,108,000

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
30	52' 6" 100-Ton, Solid Bottom, 4' Side Gondola Cars, Pittsburgh and Lake Erie Railroad Company; Nos.68081 to 68110, both inclusive	\$18,000	\$ 540,000
50	Enclosed Bi-Level Auto Racks, Without End Doors (BL-7), Thrall Car Manufacturing Company, Builder; Nos. 2209 to 2258, both inclusive	\$18,534	\$ 926,700
9	Fully Enclosed Tri-Level Auto Racks (TL-13), Thrall Car Manufacturing Company, Builder; Nos. 2334 to 2342, both inclusive	\$32,675	\$ 294,075
3	2300 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-39-2; ATSF Remanufacturer, Nos. 3402 to 3404, both inclusive	\$432,737	\$1,298,210
1	3000 HP Diesel Electric Locomotive SF30B, Original General Electric Model U23-B; ATSF, Remanufac- turer; No. 7200	<u>\$617,433</u>	<u>\$617,433</u>
<hr/>			
1,888	Total Units		<u>\$83,522,471</u>

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Revised
5/15/88

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BE RETURNED TO SANTA FE



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604

May 26, 1988

RECORDATION NO. 7744-N FILE 258

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

MAY 31 1988-10 22 AM

INTERSTATE COMMERCE COMMISSION

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series J, Supplement No. 14,
dated May 15, 1988

Dear Secretary:

Enclosed herewith please find an original and one counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 14, dated as of May 15, 1988, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of December 15, 1974.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 7744.

The name and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, IL 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement, Series J, is described on Exhibit 1.

For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I would like to have returned to me bearing the recordation information.

Interstate Commerce Commission
May 26, 1988
Page 2

A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,

Gus Svolos
Vice President-Law

JQG/IEW/LBM/mj

Enclosures

EQUIPMENT TRUST, SERIES J,
Dated December 15, 1974

SCHEDULE A

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		<u>Per Unit</u>	<u>Total</u>
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500	61' 100-ton Insulated Box Cars; Santa Fe Rail Equipment Company, Builder; Nos. 621600 to 622099, both inclusive	\$38,000	\$19,000,000
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1,888	Total Units		<u>\$83,522,471</u>

0412z

Revised
5/15/88

Interstate Commerce Commission

Washington, D.C. 20423

8/4/88

OFFICE OF THE SECRETARY

Iris E. Webb

General Attorney

The Atchison Topeka & Santa Fe Railway Co.

80 East Jackson Blvd.

Chicago, Illinois 60604

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/4/88 at 12:35pm, and assigned recordation number(s). 7744- 0

Sincerely yours,



Secretary

Enclosure(s)